

# HELM

## FINANCIAL CORPORATION

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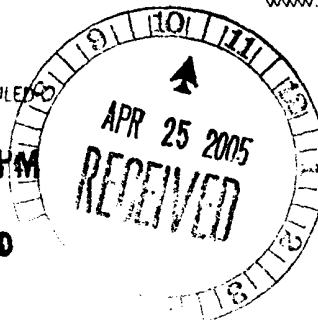
April 22, 2005

RECORDATION NO. 21104-E FILED

APR 26 05

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SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

RE: Partial Termination and Release of Security Interests and Liens dated as of January 24, 2005 by LaSalle National Leasing Corporation ("**Termination and Release**") for 4 GP10 locomotives purchased by Helm Financial Corporation on January 24, 2005

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination and Release.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, Maryland 21204

Name and Address of Lessee: Park Sierra Corporation, as successor in interest to Arizona & California Railroad Company L.P. d/b/a The Puget Sound & Pacific Railroad Company  
221 Gateway Road West, Suite 401  
Napa, CA 94558

Equipment: 4 GP10 Locomotives  
PSAP 1001, 1002, 1003 and 1004

Please record this Termination and Release as a supplemental agreement to STB Recordation Nos. **21008** filed on November 18, 1997 and **21104** filed on December 24, 1997. The filing fee of \$32.00 is included in our enclosed check.

Summary: Partial Termination and Release of Security Interest and Liens dated as of January 24, 2005 by LaSalle National Leasing Corporation for 4 GP10 locomotives, PSAP 1001, 1002, 1003 and 1004, to be filed as a supplemental agreement. Please file this Termination and Release as a supplemental agreement to STB Recordation Nos. 21008 and 21104.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

PARTIAL TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIENS

LaSalle National Leasing Corporation ("LaSalle"), this 24th day of January, 2005, releases three GP-10 locomotives numbered PSAP 1001, 1002, 1003 and 1004 (the "Locomotives") from the interests created under: (1) the Memorandum of Lease Agreement, dated as of November 6, 1997 (the "Lease") recorded at the Surface Transportation Board (the "STB") on December 24, 1997 under Recordation Number 21104; and (2) the Interim Equipment Schedule No. 1 dated as of November 6, 1997 recorded at the STB on November 18, 1997 under Recordation Number 21008.

WHEREAS, LaSalle desires to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of LaSalle, under the Memorandum of Lease Agreement and the Interim Equipment Schedule No. 1 with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, LaSalle agrees that the liens on the Locomotives created by the Memorandum of Lease and the Interim Equipment Schedule No. 1 are released.

IN WITNESS WHEREOF, LaSalle has executed or caused this Instrument to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: Stacey L. Roig  
Name: Stacey L. Roig  
Its: Vice President

RECORDATION NO. 21104-E FILED

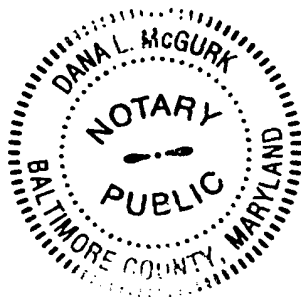
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STATE OF Maryland )  
 ) ss.  
County of Baltimore )

SURFACE TRANSPORTATION BOARD

On this 24th day of January 2005, before me, Dana L. McGurk, the undersigned Notary Public, personally appeared Stacey L. Roig personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Dana L. McGurk  
Notary Public for Baltimore, MD  
My Commission expires November 1, 2007